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(202) 736 8198

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FOUNDED 1866

July 25, 2012

By Hand Delivery

Ms. Cynthia T Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

RECORDATION NO. 27990-H FILED

JUL 25 '12 -12 52 PM

SURFACE TRANSPORTATION BOARD

Dear Ms Brown

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The document is a Fourth Amendment to Memorandum of Security Agreement, a secondary document, dated as of June 25, 2012. The primary document to which this Fourth Amendment relates is that certain Memorandum of Security Agreement dated as of June 23, 2009 and recorded under Recordation No. 27990. We request that this document be recorded under Recordation No. 27990-H.

The names and addresses of the parties to the Fourth Amendment to Memorandum of Security Agreement are:

EXISTING
COLLATERAL AGENT

U.S Bank National Association
60 Livingston Avenue
EP-MN-WS3C
St Paul, MN 55107-2292
Telephone (651) 495-3918
Fax: (651) 495-8097

SUCCESSOR COLLATERAL
AGENT:

Morgan Stanley Senior Funding, Inc
1 Pierpont Plaza, 7th Floor
New York, NY 11201
Telephone (718) 754-6740

Ms. Cynthia T. Brown

July 25, 2012

Page 2

BORROWER:

RailAmerica, Inc
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256

SUBSIDIARY GRANTORS:

A. & R. Line, Inc.
Alabama & Gulf Coast Railway LLC
Arizona & California Railroad Company
Bauxite & Northern Railway Company
California Northern Railroad Company
Cascade and Columbia River Railroad Company
Central Oregon & Pacific Railroad, Inc
Central Railroad Company of Indiana, The
Central Railroad Company of Indianapolis
Conecuh Valley Railway, L.L.C.
Connecticut Southern Railroad, Inc
Dallas, Garland & Northeastern Railroad, Inc
Delphos Terminal Company, Inc
Eastern Alabama Railway, LLC (f/k/a Eastern Alabama
Railway, Inc)
Huron and Eastern Railway Company, Inc
Indiana & Ohio Rail Corp.
Indiana & Ohio Railway Company
Indiana Southern Railroad, LLC (f/k/a Indiana Southern
Railroad, Inc.)
Kiamichi Railroad Company, L L.C
Kyle Railroad Company
Kyle Railways, LLC (f/k/a formerly known Kyle
Railways, Inc.).
Massena Terminal Railroad Company, The
Mid-Michigan Railroad, Inc
Missouri & Northern Arkansas Railroad Company, Inc.
New England Central Railroad, Inc
New StatesRail Holdings, LLC (f/k/a New StatesRail
Holdings, Inc.)
North Carolina & Virginia Railroad Company, LLC (f/k/a
North Carolina & Virginia Railroad Company, Inc.)
Otter Tail Valley Railroad Company, Inc.
Palm Beach Rail Holding, Inc
Point Comfort and Northern Railway Company



Ms. Cynthia T. Brown

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Puget Sound & Pacific Railroad Company
RailAmerica Contract Switching Services, Inc.
RailAmerica Equipment Corp.
RailAmerica Intermodal Services, Inc.
RailAmerica Operations Shared Services, Inc
RailAmerica Operations Support Group, Inc.
RailAmerica Transportation Corp.
RailTex, Inc.
Rockdale, Sandow & Southern Railroad Company
San Diego & Imperial Valley Railroad Company, Inc
San Joaquin Valley Railroad Company
San Pedro Trails, Inc.
South Carolina Central Railroad Company, LLC (f/k/a
South Carolina Central Railroad Company, Inc)
South East Rail, Inc.
StatesRail II Railroad LLC (f/k/a StatesRail II Railroad
Corp)
StatesRail, LLC (f/k/a known as StatesRail, Inc)
Three Notch Railway, L L C
Toledo, Peoria & Western Railway Corporation
TransRail Holdings LLC
TransRail North America LLC
Ventura County Railroad Company
Wellsboro & Corning Railroad LLC
Wiregrass Central Railway, L L C

Our check in the amount of \$41.00 is enclosed for the recordation fee Please return a date-stamped copy to the person hand-delivering the documents

Sincerely,

A handwritten signature in black ink that reads "Terence M Hynes / M)W".

Terence M Hynes

TMH:aat

Enclosures

FOURTH AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT

This Fourth Amendment to Memorandum of Security Agreement is made and entered into as of June 25, 2012 by and among RailAmerica, Inc., a Delaware corporation (the "Company"), Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., A. & R. Line, Inc., Alabama & Gulf Coast Railway L.L.C., Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Conecuh Valley Railway, L.L.C., Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, LLC (f/k/a Eastern Alabama Railway, Inc.), Huron & Eastern Railway Company, Inc., Indiana & Ohio Rail Corp., Indiana & Ohio Railway Company, Indiana Southern Railroad, LLC (f/k/a Indiana Southern Railroad, Inc.), Kiamichi Railroad Company L.L.C., Kyle Railroad Company, Kyle Railways, LLC (f/k/a formerly known Kyle Railways, Inc.), The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., New StatesRail Holdings, LLC (f/k/a New StatesRail Holdings, Inc.), North Carolina & Virginia Railroad Company, LLC (f/k/a North Carolina & Virginia Railroad Company, Inc.), Otter Tail Valley Railroad Company, Inc., Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, RailAmerica Contract Switching Services, Inc., RailAmerica Equipment Corp., RailAmerica Intermodal Services, Inc., RailAmerica Operations Shared Services, Inc., RailAmerica Operations Support Group, Inc., RailTex, Inc., Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, San Pedro Trails, Inc., South Carolina Central Railroad Company, LLC (f/k/a South Carolina Central Railroad Company, Inc.), South East Rail, Inc., StatesRail II Railroad LLC (f/k/a StatesRail II Railroad Corp.), StatesRail, LLC (f/k/a known as StatesRail, Inc.), Three Notch Railway, L.L.C., Toledo, Peoria & Western Railway Corporation, Ventura County Railroad Company, Wiregrass Central Railway, L.L.C., Delphos Terminal Company, Inc., TransRail Holdings LLC, Wellsboro & Corning Railroad, LLC and TransRail North America, LLC (each a "Domestic Subsidiary Grantor," and collectively, the "Domestic Subsidiary Grantors"), U.S. Bank National Association, a national banking association, in its capacity as existing collateral agent (the "Existing Collateral Agent") and Morgan Stanley Senior Funding, Inc. a Delaware corporation, as successor collateral agent (in such capacity, the "Successor Collateral Agent"), pursuant to that certain Security Agreement (the "Security Agreement"), dated as of June 23, 2009 (as amended from time to time thereafter) among the Company, each Domestic Subsidiary Grantor party thereto and the Existing Collateral Agent to secure, *inter alia*, certain rail equipment.

The Company and each Domestic Subsidiary Grantor granted the Existing Collateral Agent a first priority security interest in all locomotives, railcars and other rolling stock of the Company and each Domestic Subsidiary Grantor, whether now owned or hereafter acquired, as evidenced by that certain Memorandum of Security Agreement, dated as of June 23, 2009, which was recorded at the Surface Transportation Board on June 23, 2009 at 2:10 pm under Recordation No. 27990, as amended by that certain First Amendment to Memorandum of Security Agreement, dated as of June 30, 2011, which was recorded at the Surface Transportation Board on July 14, 2011 at 12:21 pm under Recordation No. 27990-A, as amended

RECORDATION NO. 27990-H FILED

by that certain Second Amendment to Memorandum of Security Agreement, dated as of August 12, 2011, which was recorded at the Surface Transportation Board on October 12, 2011 at 9:56 am under Recordation No. 27990-B, as amended by that certain Third Amendment to Memorandum of Security Agreement, dated as of May 31, 2012, which was recorded at the Surface Transportation Board on June 12, 2012 at 10:08 am under Recordation No. 27990-F.

The Company issued its 9.25% Senior Secured Notes due 2017 pursuant to that certain indenture dated as of June 23, 2009 (as supplemented, the "Indenture") among the Company, as issuer, certain of the Company's direct and indirect subsidiaries party thereto, as guarantors, and U.S. Bank National Association, as trustee and collateral agent.

The Company and RailAmerica Transportation Corp., as borrowers, and certain of the Company's direct and indirect subsidiaries party thereto, as guarantors, entered into that certain credit agreement, dated as of August 29, 2011, as amended by that certain Amendment No. 1 dated March 1, 2012 (as further amended, amended and restated, modified or otherwise changed, the "Revolving Credit Agreement"), with Citibank, N.A., as administrative agent, the lenders from time to time party thereto and the other parties thereto;

The Company and RailAmerica Transportation Corp., as borrowers, and certain of the Company's direct and indirect subsidiaries party thereto, as guarantors, entered into that certain Credit Agreement, dated as of March 1, 2012 (as amended, amended and restated, modified or otherwise changed, the "Term Loan Credit Agreement"), with Morgan Stanley Senior Funding, Inc., as administrative agent, the lenders from time to time party thereto and the other parties thereto;

All of the outstanding Notes (as defined in the Indenture) have been repaid on the date hereof and all obligations under the Indenture have been satisfied in their entirety, provided that the obligations under the Revolving Credit Agreement and the Term Loan Credit Agreement continue to be secured under the Security Agreement. The Existing Collateral Agent, the Successor Collateral Agent, the Company and certain other parties have entered into that certain Successor Agent Agreement, dated as of June 25, 2012 (the "Successor Agent Agreement"), pursuant to which (and under the transactions described therein), among other things, the Company, the Existing Collateral Agent, the Successor Collateral Agent and other parties thereto agreed that the Successor Collateral Agent shall succeed and replace the Existing Collateral Agent in the Existing Collateral Agent's capacity under the Security Agreement. The Existing Collateral Agent, the Successor Collateral Agent, the Company and the Domestic Subsidiary Guarantors hereby acknowledge that pursuant to the terms of the Successor Agent Agreement, the Successor Collateral Agent has succeeded and replaced the Existing Collateral Agent as the collateral agent under the Security Agreement.

[Remainder of Page Intentionally Left Blank Signature Page Follows]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Fourth Amendment to Memorandum of Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

EXISTING COLLATERAL AGENT:

U.S. BANK NATIONAL ASSOCIATION,
as existing Collateral Agent

By: Donald T. Hurrelbrink
Name: Donald T. Hurrelbrink
Title: Vice President

SUCCESSOR COLLATERAL AGENT:

MORGAN STANLEY SENIOR FUNDING, INC.,
as succeeding Collateral Agent

By: _____
Name: _____
Title: _____

COMPANY:

RAILAMERICA, INC.

By: _____
Name: Scott G. Williams
Title: Senior Vice President and Secretary

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Fourth Amendment to Memorandum of Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

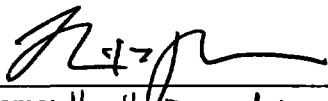
EXISTING COLLATERAL AGENT:

U.S BANK NATIONAL ASSOCIATION,
as existing Collateral Agent

By: _____
Name:
Title:

SUCCESSOR COLLATERAL AGENT:

MORGAN STANLEY SENIOR FUNDING, INC.,
as succeeding Collateral Agent

By:  _____
Name: Henrik Z. Sandstrom
Title: Authorized Signatory

COMPANY:

RAILAMERICA, INC.

By: _____
Name: Scott G. Williams
Title: Senior Vice President and Secretary

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Fourth Amendment to Memorandum of Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

EXISTING COLLATERAL AGENT:

U.S. BANK NATIONAL ASSOCIATION,
as existing Collateral Agent

By: _____
Name:
Title:

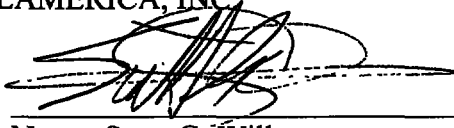
SUCCESSOR COLLATERAL AGENT:

MORGAN STANLEY SENIOR FUNDING, INC.,
as succeeding Collateral Agent

By: _____
Name:
Title:

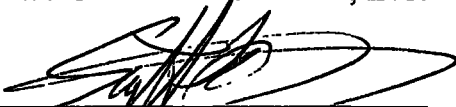
COMPANY:

RAILAMERICA, INC.

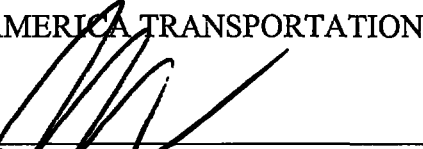
By:  _____
Name: Scott G. Williams
Title: Senior Vice President and Secretary

DOMESTIC SUBSIDIARY GRANTORS:

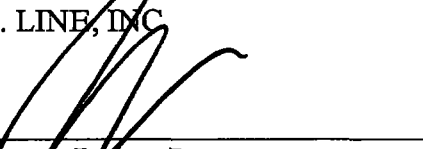
PALM BEACH RAIL HOLDING, INC.

By: 
Name: Scott G. Williams
Title: President

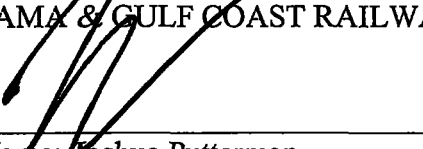
RAILAMERICA TRANSPORTATION CORP.

By: 
Name: Joshua Putterman
Title: Vice President


A. & R. LINE, INC

By: 
Name: Joshua Putterman
Title: Vice President

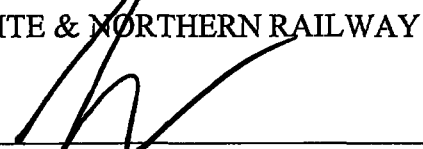
ALABAMA & GULF COAST RAILWAY L.L.C.

By: 
Name: Joshua Putterman
Title: Vice President

ARIZONA & CALIFORNIA RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

BAUXITE & NORTHERN RAILWAY COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

CALIFORNIA NORTHERN RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

CASCADE AND COLUMBIA RIVER RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

CENTRAL OREGON & PACIFIC RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

THE CENTRAL RAILROAD COMPANY OF INDIANA

By: 

Name: Joshua Putterman
Title: Vice President

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS

By: 

Name: Joshua Putterman
Title: Vice President

CONNECTICUT SOUTHERN RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

DALLAS, GARLAND & NORTHEASTERN RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

EASTERN ALABAMA RAILWAY, LLC

By: 

Name: Joshua Putterman
Title: Vice President

HURON & EASTERN RAILWAY COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

INDIANA & OHIO RAIL CORP.

By: 

Name: Joshua Putterman
Title: Vice President

INDIANA & OHIO RAILWAY COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

INDIANA SOUTHERN RAILROAD, LLC

By: 

Name: Joshua Putterman
Title: Vice President

KIAMICHI RAILROAD COMPANY L L.C.

By: 

Name: Joshua Putterman
Title: Vice President

KYLE RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

KYLE RAILWAYS, LLC

By: 

Name: Joshua Putterman
Title: Vice President

THE MASSENA TERMINAL RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

MID-MICHIGAN RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

NEW ENGLAND CENTRAL RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

NEW STATESRAIL HOLDINGS, LLC

By: 

Name: Joshua Putterman
Title: Vice President

NORTH CAROLINA & VIRGINIA RAILROAD COMPANY, LLC

By: 

Name: Joshua Putterman
Title: Vice President

RAILAMERICA OPERATIONS SUPPORT GROUP, INC.

By: 

Name: Joshua Putterman
Title: Vice President

RAILTEX, INC.

By: 

Name: Joshua Putterman
Title: Vice President

ROCKDALE, SANDOW & SOUTHERN RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

SAN JOAQUIN VALLEY RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

SAN PEDRO TRAILS, INC.

By: 

Name: Joshua Putterman
Title: Vice President

SOUTH CAROLINA CENTRAL RAILROAD COMPANY, LLC

By: 

Name: Joshua Putterman
Title: Vice President

OTTER TAIL VALLEY RAILROAD COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

POINT COMFORT AND NORTHERN RAILWAY COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

PUGET SOUND & PACIFIC RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

RAILAMERICA CONTRACT SWITCHING SERVICES, INC.

By: 

Name: Joshua Putterman
Title: Vice President

RAILAMERICA EQUIPMENT CORP.

By: 

Name: Joshua Putterman
Title: Vice President

RAILAMERICA INTERMODAL SERVICES, INC.

By: 

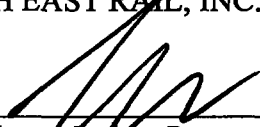
Name: Joshua Putterman
Title: Vice President

RAILAMERICA OPERATIONS SHARED SERVICES, INC.


By: 

Name: David Novak
Title: President

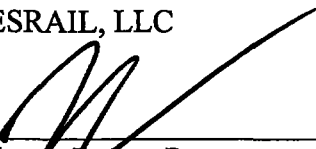
SOUTH EAST RAIL, INC.

By: 
Name: Joshua Putterman
Title: Vice President

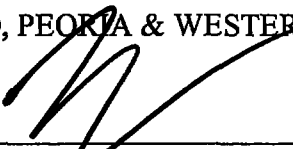
STATESRAIL II RAILROAD LLC

By: 
Name: Joshua Putterman
Title: Vice President

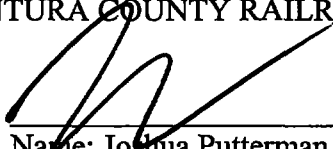
STATESRAIL, LLC

By: 
Name: Joshua Putterman
Title: Vice President

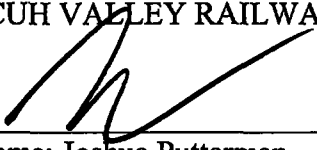
TOLEDO, PEORIA & WESTERN RAILWAY CORPORATION

By: 
Name: Joshua Putterman
Title: Vice President

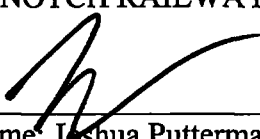
VENTURA COUNTY RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

CONECUH VALLEY RAILWAY, LLC

By: 
Name: Joshua Putterman
Title: Vice President

THREE NOTCH RAILWAY, LLC

By: 
Name: Joshua Putterman
Title: Vice President

WIREGRASS CENTRAL RAILWAY, LLC

By: 

Name: Joshua Putterman
Title: Vice President

DELPHOS TERMINAL COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

TRANSRAIL HOLDINGS, LLC

By: 

Name: Scott Williams
Title: Vice President & Secretary

WELLSBORO & CORNING RAILROAD, LLC

By: 

Name: James Shefelbine
Title: Vice President & Secretary

TRANSRAIL NORTH AMERICA, LLC

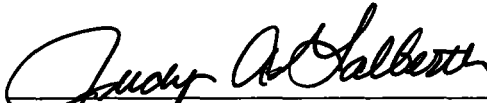
By: 

Name: Scott Williams
Title: Vice President & Secretary

STATE OF MINNESOTA)
)
COUNTY OF RAMSEY) SS:

On this 29th day of June, 2012, before me personally appeared Donald T. Hurrelbrink
to me personally known, who being duly sworn, stated that he is the Vice President
of U.S. Bank National Association, and that the instrument was signed on behalf of the said
corporation by authority of its board of directors, and he acknowledged that the execution of said
instrument to be its voluntary act and deed. Before me:



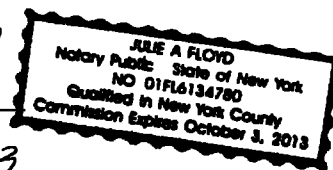

Notary Public
My Commission expires Jan. 31, 2016

SEAL

STATE OF New York
COUNTY OF New York SS:

On this 19 day of ~~June~~ ^{July}, 2012, before me personally appeared Henrik Sandgren,
to me personally known, who being duly sworn, stated that he is the Vice President
of Morgan Stanley Senior Funding, Inc., and that the instrument was signed on behalf of the said
corporation by authority of its board of directors, and he acknowledged that the execution of said
instrument to be its voluntary act and deed. Before me:

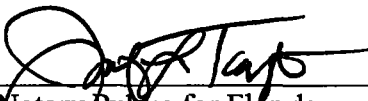
Julie G. Haydel
Notary Public
My Commission expires: 10/3/13



SEAL

STATE OF FLORIDA)
)
COUNTY OF DUVAL) SS:

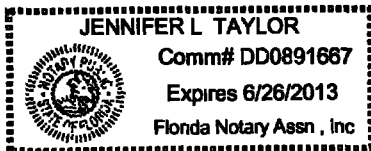
On this 2nd day of ~~June~~^{July}, 2012, before me personally appeared Scott G. Williams, to me personally known, who being duly sworn, stated that he is the Senior Vice President, General Counsel and Secretary of RailAmerica, Inc , President of Palm Beach Rail Holding, Inc. and Vice President and Secretary of TransRail Holdings, LLC and TransRail North America, LLC, and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:



Notary Public for Florida
My Commission expires: 6/26/2013


JENNIFER L. TAYLOR

SEAL



STATE OF FLORIDA)
)
COUNTY OF DUVAL) SS.

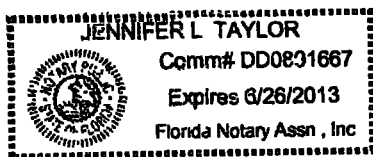
On this 2nd day of ~~June~~^{July}, 2012, before me personally appeared James Shefelbine, to me personally known, who being duly sworn, stated that he is the Vice President and Secretary of Wellsboro & Corning Railroad, LLC, and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:



Notary Public for Florida
My Commission expires 6/26/2013

JENNIFER L. TAYLOR


SEAL



STATE OF FLORIDA)

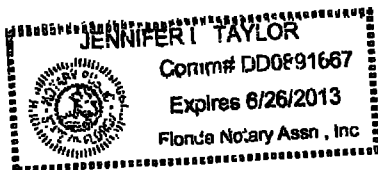
) SS:
COUNTY OF DUVAL)

On this 2nd day of ~~June~~^{July}, 2012, before me personally appeared Joshua Putterman,, to me personally known, who being duly sworn, stated that he is the Vice President, RailAmerica Transportation Corp., Alabama & Gulf Coast Railway L.L.C., Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, Inc., Huron & Eastern Railway Company, Inc., Indiana & Ohio Rail Corp., Indiana & Ohio Railway Company, Indiana Southern Railroad, Inc., Kiamichi Railroad Company L.L.C., Kyle Railroad Company, Kyle Railways, Inc , The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc , New StatesRail Holdings, Inc., North Carolina & Virginia Railroad Company, Inc., Otter Tail Valley Railroad Company, Inc., Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, RailAmerica Contract Switching Services, Inc., RailAmerica Equipment Corp , RailAmerica Intermodal Services, Inc., RailAmerica Operations Shared Services, Inc., RailAmerica Operations Support Group, Inc., RailTex, Inc., Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, San Pedro Trails, Inc , South Carolina Central Railroad Company, Inc., South East Rail, Inc., StatesRail II Railroad Corp., StatesRail, Inc., Toledo, Peoria & Western Railway Corporation, Ventura County Railroad Company, Conecuh Valley Railway, LLC, Three Notch Railway, LLC, Wiregrass Central Railway, LLC and Delphos Terminal Company, Inc., and that the instrument was signed on behalf of the said corporation or said limited liability company by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed Before me:



Notary Public for Florida
My Commission expires: 6/26/2013

SEAL




JENNIFER L. TAYLOR

STATE OF FLORIDA)

) SS:
COUNTY OF DUVAL)

On this 2nd day of ~~June~~ July, 2012, before me personally appeared David Novak, to me personally known, who being duly sworn, stated that he is the President of RailAmerica Operations Shared Services, Inc., and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:



Notary Public for Florida
My Commission expires: 6/26/2013

SEAL

JENNIFER L. TAYLOR

